



LEXIS® Document Services

A member of the Reed Elsevier plc group

May 14, 1999

Janice Fort
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDATION NO. **21833-D** FILED

MAY 17 '99 9-45AM

Dear Janice,

Enclosed are ^{three (3)} ~~two (2)~~ originals of the Memorandum of Railcar Lease Agreement dated as of May 7, 1999, pursuant to Memorandum of Railcar Lease #21833 dated 12/7/98 between the following parties:

Lessor: CIT GROUP/EQUIPMENT FINANCING, INC.

Lessee: UNION PACIFIC RAILROAD COMPANY

The equipment involved in this transaction is as follows:

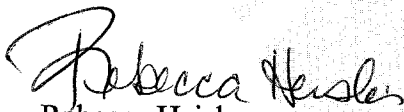
Equipment: 405 – 4480 C.F. BETHGON COALPORTER RAILCARS

Please file this Memorandum and return one (1) stamped original to my attention. A check covering the filing fee of \$26.00 is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,


Rebecca Heisler
Administrator

RECORDATION NO. **21833-D** FILED

MAY 17 '99

9-45AM

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 7TH day of MAY, 1999, is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Union Pacific Railroad Company, a Delaware corporation, with an address at 1416 Dodge Street, Omaha, Nebraska 68179, (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of November 11, 1998 covering the equipment listed on Schedule A hereto (the "Equipment"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on December 7, 1998 as Recordation No. 21833.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

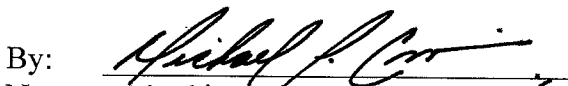
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: 
Name: LAWRENCE E. LITTLEFIELD
Title: VICE PRESIDENT

UNION PACIFIC RAILROAD COMPANY,

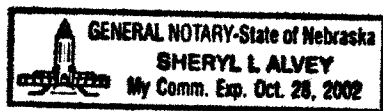
By: 
Name: MICHAEL J. CRONIN
Title: VICE PRESIDENT - SUPPLY

STATE OF Nebraska

COUNTY OF Douglas SS:

On this 3rd day of May, 1999 before me personally appears Michael J. Cronin, to me personally known, who by me duly sworn, says that he/~~she~~ is the Vice President - Supply of UNION PACIFIC RAILROAD COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



[SEAL]

Sheryl L. Alvey
Notary Public

My Commission expires:

STATE OF NEW YORK)

) SS:

COUNTY OF NEW YORK)

On this 2nd day of May, 1999 before me personally appears Lawrence Littlefield, to me personally known, who by me duly sworn, says that he/~~she~~ is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2000

Schedule A

Quantity
405

Equipment Description
New 4480 c.f. Bethgon
coalporter railcars

Reporting Marks and Numbers
CEFX 40920 - 41324